WHAT IS CLAIMED IS:

1. (Currently Amended) A cooler comprising:

a sidewall portion including an outer layer and an inner layer quilted with intersecting vertical and horizontal seals to form a plurality of gel pockets; and

gel disposed in the plurality of gel pockets, wherein the cooler is foldable along regions between the gel pockets.

- 2. (Withdrawn) The cooler of claim 1 wherein the gel is a saline solution.
- 3. (Currently Amended) The cooler of claim 1 wherein quilting the intersecting vertical and horizontal seals of the outer layer and the inner layer results in a polygonal shape.
- 4. (Withdrawn) The cooler of claim 1 wherein quilting the outer layer and the inner layer results in a circular shape.
- 5. (Currently Amended) The cooler of claim 1 further comprising:
 a lid including an outer layer and an inner layer quilted with
 intersecting vertical and horizontal seals to form a plurality of gel pockets.
- 6. (Original) The cooler of claim 5 wherein the lid is sealably connected to the sidewalls.
- 7. (Previously Presented) The cooler of claim 6 wherein the connection is selected from the group consisting of a zipper, Velcro, VELCRO, magnets, clips, and snaps.

- 8. (Currently Amended) The cooler of claim 1 further comprising:
 a bottom including an outer layer and an inner layer quilted with
 intersecting vertical and horizontal seals to form a plurality of gel pockets.
- 9. (Original) The cooler of claim 8 wherein the bottom is fixedly attached to the sidewall.
- 10. (Original) The cooler of claim 8 wherein the bottom is attached to the sidewall with a method selected from stitching and hot sealing.
- 11. (Original) The cooler of claim 9 further comprising:

 a bottom flap foldable attached to a seam between the bottom and the sidewall.
- 12. (Previously Presented) A method for constructing a cooler, the method comprising:

providing an inner wall and an outer wall;
creating a <u>plurality of pouches</u> with the inner and outer walls;
partially filling the pouch with a gel;

creating a first set of gel filled portion by sealing the partially filled pouches to contain the gel;

adding additional gel to the pouches; and creating a second set of gel filled portions by sealing the partially filled pouches to contain the additional gel.

13. (Original) The method of claim 12 further comprising:

Creating an additional predetermined number of gel filled portions.

- 14. (Original) The method of claim 12 further comprising the step of creating additional gel filled portions until the pouch is filled with gel.
- 15. (Previously Presented) The cooler of claim 1 wherein the inner layer is a temperature resistant plastic.
- 16. (Previously Presented) The cooler of claim 1 wherein the foldable regions between gel pockets are heat seals or sonic welds.